

RECORDATION NO. 21242-B FILED

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

MAY 02 '06

11-40 AM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
URBAN A. LESTER

May 2, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Schedule No. 7 to Master Railcar Lease Agreement, dated as of April 28, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment previously filed with the Board under Recordation Number 21242-A.

The names and addresses of the parties to the enclosed document are:

Assignor: ICX Corporation  
(d/b/a RBS Asset Finance)  
3 Summit Park Drive, Suite 200  
Cleveland, OH 44131

Assignee: Siemens Financial Services, Inc.  
170 Wood Avenue South  
Iselin, NJ 08830

Mr. Vernon A. Williams  
May 2, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

69 gondola railcars bearing NRLX and TR reporting marks and road numbers within the series 526206 – 526299.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Schedule No. 7 to Master Railcar Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

MEMORANDUM OF ASSIGNMENT  
OF SCHEDULE NO. 7  
TO MASTER RAILCAR LEASE AGREEMENT

RECORDATION NO. 21242-B  
MAY 02 '06 11:40 AM  
SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 7 TO MASTER RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of April 28, 2006 by and between ICX CORPORATION, d/b/a RBS ASSET FINANCE, an Ohio corporation (the "Assignor") and SIEMENS FINANCIAL SERVICES, INC., a Delaware corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 7, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 7, dated February 27, 1998 (the "Lease") and issued pursuant to the Master Railcar Lease Agreement dated September 30, 1997 between Assignor, as successor to First National Bank of Maryland, as lessor, and Bombardier Capital Rail Inc. (f/k/a NorRail, Inc., as lessee ("Lessee").
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Assignment of Schedule No. 7 to Master Railcar Lease Agreement dated February 27, 1998, was recorded with the Surface Transportation Board on March 2, 1998 under recordation number 21242-A.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By:

  
Name: MICHAEL R. BABBITT  
Title: SENIOR VICE PRESIDENT

SIEMENS FINANCIAL SERVICES, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

MEMORANDUM OF ASSIGNMENT  
OF SCHEDULE NO. 7  
TO MASTER RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF ASSIGNMENT OF SCHEDULE NO. 7 TO MASTER RAILCAR LEASE AGREEMENT (this "Memorandum") is made as of April 28, 2006 by and between ICX CORPORATION, d/b/a RBS ASSET FINANCE, an Ohio corporation (the "Assignor") and SIEMENS FINANCIAL SERVICES, INC., a Delaware corporation (the "Assignee").

- A. The Assignor and the Assignee are parties to that certain Master Sale Agreement (the "Sale Agreement") dated as of June 7, 2005 pursuant to which the Assignor assigned to the Assignee and the Assignee purchased from the Assignor all of the Assignor's right, title and interest in and to Schedule No. 7, dated February 27, 1998 (the "Lease") and issued pursuant to the Master Railcar Lease Agreement dated September 30, 1997 between Assignor, as successor to First National Bank of Maryland, as lessor, and Bombardier Capital Rail Inc. (f/k/a NorRail, Inc., as lessee ("Lessee")).
- B. Pursuant to the Lease, Assignor has leased to Lessee certain boxcars described on Exhibit A attached hereto and made a part hereof.
- C. A Memorandum of Assignment of Schedule No. 7 to Master Railcar Lease Agreement dated February 27, 1998, was recorded with the Surface Transportation Board on March 2, 1998 under recordation number 21242-A.

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION

By: \_\_\_\_\_  
Name:  
Title:

SIEMENS FINANCIAL SERVICES, INC.

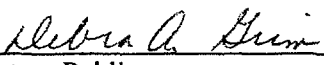
By: Kenneth G. Sullivan  
Name: Kenneth G. Sullivan  
Title: Vice President of Credit and Operations

STATE OF OHIO )

COUNTY OF CUYAHOGA ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Michael R. Babbitt, the Senior Vice President of ICX Corporation, d/b/a RBS Asset Finance, an Ohio corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Cleveland, Ohio this 28th day of April, 2006.

  
\_\_\_\_\_  
Notary Public  
My commission expires **DEBRA A. GRIM**  
**NOTARY PUBLIC • STATE OF OHIO**  
My commission expires Dec. 3, 2006

STATE OF NEW JERSEY )

COUNTY OF Middlesex ) SS:

Before me, a Notary Public, in and for said county and state, personally appeared Kenneth J. Sullivan, the V.P. of Sales & Mktg. of Siemens Financial Services, Inc., a Delaware corporation, who acknowledged that he being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its board of directors on behalf of the corporation and that the same is the free act and deed of said officer and said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Jersey,  
NY this 21<sup>st</sup> day of April, 2006.



Melissa J. Brown  
Notary Public  
My commission expires: 9.13.2010

**EXHIBIT A**  
**CARS**

Current Car #	Original Car #	Previous Car #	Schedule #
NRLX526216	CSXT491346	TR 526216	7
NRLX526234	CSXT491364	TR 526234	7
NRLX526244	CSXT491374	TR 526244	7
NRLX526246	CSXT491376	TR 526246	7
NRLX526253	CSXT491383	TR 526253	7
NRLX526255	CSXT491385	TR 526255	7
NRLX526264	CSXT491394	TR 526264	7
NRLX526273	CSXT491403	TR 526273	7
NRLX526274	CSXT491404	TR 526274	7
NRLX526286	CSXT491416	ASRY526286	7
NRLX526293	CSXT491423	TR 526293	7
NRLX526295	CSXT491425	TR 526295	7
TR 526206	CSXT491336	CSXT491336	7
TR 526215	CSXT491345	CSXT491345	7
TR 526237	CSXT491367	CSXT491367	7
TR 526245	CSXT491375	CSXT491375	7
TR 526247	CSXT491377	CSXT491377	7
TR 526254	CSXT491384	CSXT491384	7
TR 526256	CSXT491386	CSXT491386	7
TR 526265	CSXT491395	CSXT491395	7
TR 526266	CSXT491396	CSXT491396	7
TR 526267	CSXT491397	CSXT491397	7
TR 526275	CSXT491405	CSXT491405	7
TR 526276	CSXT491406	CSXT491406	7
TR 526277	CSXT491407	CSXT491407	7
TR 526284	CSXT491414	CSXT491414	7
TR 526285	CSXT491415	CSXT491415	7
TR 526294	CSXT491424	NRLX526294	7
TR 526296	CSXT491426	CSXT491426	7
NRLX526210	CSXT491340	TR 526210	7
NRLX526219	CSXT491349	ASRY526219	7
NRLX526238	CSXT491368	TR 526238	7
TR 526239	CSXT491369	NRLX526239	7
TR 526240	CSXT491370	CSXT491370	7
NRLX526241	CSXT491371	TR 526241	7
TR 526242	CSXT491372	CSXT491372	7
TR 526243	CSXT491373	CSXT491373	7
NRLX526248	CSXT491378	TR 526248	7
TR 526249	CSXT491379	CSXT491379	7
TR 526250	CSXT491380	CSXT491380	7
NRLX526251	CSXT491381	TR 526251	7
TR 526252	CSXT491382	CSXT491382	7
NRLX526257	CSXT491387	TR 526257	7
NRLX526258	CSXT491388	TR 526258	7
NRLX526259	CSXT491389	TR 526259	7
TR 526260	CSXT491390	CSXT491390	7
NRLX526261	CSXT491391	ASRY526261	7

**EXHIBIT A**  
**CARS**

TR 526262	CSXT491392	CSXT491392	7
TR 526263	CSXT491393	CSXT491393	7
NRLX526268	CSXT491398	TR 526268	7
TR 526269	CSXT491399	tr 526269	7
TR 526270	CSXT491400	CSXT491400	7
TR 526271	CSXT491401	CSXT491401	7
TR 526272	CSXT491402	CSXT491402	7
NRLX526278	CSXT491408	TR 526278	7
TR 526279	CSXT491409	CSXT491409	7
NRLX526280	CSXT491410	TR 526280	7
TR 526281	CSXT491411	CSXT491411	7
TR 526282	CSXT491412	CSXT491412	7
TR 526283	CSXT491413	CSXT491413	7
NRLX526287	CSXT491417	TR 526287	7
NRLX526288	CSXT491418	TR 526288	7
NRLX526289	CSXT491419	TR 526289	7
TR 526290	CSXT491420	CSXT491420	7
NRLX526291	CSXT491421	TR 526291	7
NRLX526292	CSXT491422	TR 526292	7
NRLX526297	CSXT491427	TR 526297	7
NRLX526298	CSXT491428	TR 526298	7
TR 526299	CSXT491429	CSXT491429	7



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

5/1/06



\_\_\_\_\_  
Robert W. Alvord